

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:)	
)	
)	PROMESA
THE FINANCIAL OVERSIGHT AND)	Title III
MANAGEMENT BOARD FOR PUERTO RICO,)	
as representative of)	Case No. 3:17-bk-03283 (LTS)
)	
THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> ,)	
Debtors.)	

In re:	X	
)	
)	
)	PROMESA
THE FINANCIAL OVERSIGHT AND)	Title III
MANAGEMENT BOARD FOR PUERTO RICO)	
as representative of)	Case No. 3:17-cv-01685 (LTS)
)	Case No. 3:17-bk-03566 (LTS)
)	
THE EMPLOYEES RETIREMENT SYSTEM OF THE)	
GOVERNMENT OF THE COMMONWEALTH OF)	
PUERTO RICO,)	
Debtor.)	

----- X

**THIRD DECLARATION OF SPARKLE L. SOOKNANAN
IN SUPPORT OF REPLY IN SUPPORT OF MOTION OF
CERTAIN SECURED CREDITORS OF THE EMPLOYEES
RETIREMENT SYSTEM OF THE GOVERNMENT OF THE
COMMONWEALTH OF PUERTO RICO TO COMPEL DISCOVERY**

I, Sparkle L. Sooknanan, hereby declare under penalty of perjury:

1. I am an associate at the law firm of Jones Day, located at 51 Louisiana Ave., N.W., Washington, D.C. 20001.¹ I am a member in good standing of the Bars of the State of New York and the District of Columbia. There are no disciplinary proceedings pending against me. I submit this third declaration in support of the *Reply in Support of Motion of Certain Secured Creditors of the Employees Retirement System of the Government of the Commonwealth of Puerto Rico to Compel Discovery* (the “Reply”). I have personal knowledge of the matters stated herein.

2. On February 27, 2019, counsel for movants (the “Bondholders”) served document requests for the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) and the Commonwealth of Puerto Rico on counsel for the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”). See Exhibit A, a true and correct copy of email correspondence between S. Sooknanan and M. Dale (Feb. 27, 2019).

3. On March 3, 2019, counsel for the Bondholders, counsel for the Oversight Board, and counsel for the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF,” together with the Oversight Board, the Commonwealth, and ERS, “Respondents”) engaged in a telephonic meet-and-confer session to discuss the search parameters for the document productions. During this meet-and-confer, counsel for Respondents noted that no discovery requests had been served on the Oversight Board. Counsel for the Bondholders responded that the Oversight Board was captured within the definition of “Affiliate” in the document requests served on ERS and the Commonwealth, and that discovery from the Oversight Board was expected, but that a document subpoena could be prepared if necessary. Counsel for the

¹ Capitalized terms used but not otherwise defined herein will have the meaning as set forth in the Reply.

Oversight Board responded that the Bondholders should prepare a document subpoena and that counsel for the Oversight Board would accept it. The next day, March 4, 2019, the Bondholders issued a document subpoena to the Oversight Board.

4. On March 18, 2019, the parties engaged in a further 90-minute telephonic meet-and-confer session to discuss various discovery issues, including the document review process and the sufficiency of privilege logs. During the meet-and-confer, counsel for certain of the Bondholders provided that they had been reviewing direct hits and had only reviewed family members if the direct hit was responsive. Counsel for the Bondholders agreed to extend this same approach to Respondents in order to alleviate the burden on Respondents. Per the search string hit counts provided to the Bondholders, this would reduce the number of documents to be initially reviewed from 23,514 documents to 6,174 documents. *See Exhibit B*, a true and correct copy of the hit count report sent to counsel for the Bondholders on March 17, 2019.

5. Also during the meet-and-confer, counsel for the Bondholders noted that AAFAF had produced a document-by-document privilege log and inquired whether Respondents intended to produce categorical or document-by-document privilege logs going forward. Counsel for Respondents responded that it depended on the burden and volume, and reserved the right to provide categorical privilege logs. Counsel for the Bondholders, in response, noted that any categorical privilege log needed to provide sufficient information for the claim of privilege to be evaluated under Federal Rule of Civil Procedure 26 and cited the following legal authority to support this position: *Neelon v. Krueger*, No. 12-cv-11198-IT, 2015 WL 1037992 (D. Mass. Mar. 10, 2015); *Auto. Club of N.Y., Inc. v. Port Auth. of N.Y. & N.J.*, 297 F.R.D. 60 (S.D.N.Y. 2013). Counsel for the Bondholders also requested a template of the categorical privilege log that Respondents had previously used in these Title III cases in order to assess if that would be

sufficient to allow an assessment of privilege in these proceedings. Counsel for Respondents agreed to provide such a template, stating that this was reasonable and would allow the parties to move forward on determining what should or should not be included. Counsel for Respondents did not, however, provide Bondholders with any template or any other authority to support their position regarding privilege logs.

6. On March 25, 2019, the Bondholders filed *Movants' Opposition to the Urgent Motion of Financial Oversight and Management Board, as Representative of Debtor, to Compel Answers to Interrogatories (And Production of Related Documents)* [Docket No. 5999 in Case No. 17-bk-03283 and Docket No. 409 in Case No. 17-bk-03566]. On the same day, Respondents filed *Respondents' Opposition to Motion of Certain Creditors of the Employees Retirement System of the Government of Puerto Rico to Compel Discovery* [Docket No. 6001 in Case No. 17-bk-03283 and Docket No. 410 in Case No. 17-bk-03566].

Dated: March 27, 2019
Washington, D.C.

/s/ Sparkle L. Sooknanan
Sparkle L. Sooknanan

EXHIBIT A

From: Sooknanan, Sparkle L.
Sent: Wednesday, February 27, 2019 7:33 PM
To: Dale, Margaret A.; mbienenstock@proskauer.com; JLevitan@proskauer.com; tmungovan@proskauer.com; sweise@proskauer.com; dvelawoffices@gmail.com; mhackett@proskauer.com; brosen@proskauer.com; ctheodoridis@proskauer.com; ppossinger@proskauer.com; kperra@proskauer.com; Roche, Jennifer L.; Mazurek, Carl A.
Cc: Bennett, Bruce S.; Rosenblum, Benjamin; Stewart, Geoffrey S.; Perez, Isel M.; afernandez@delgadofernandez.com; jcunningham@whitecase.com; de la Hoz, Fernando; jzakia@whitecase.com; csloane@whitecase.com; José C. Sánchez; Alicia I. Lavergne Ramírez; Maraliz Vázquez-Marrero
Subject: In re Commonwealth of Puerto Rico, et al., Case No. 17-3283 (LTS) // In re Employees Retirement System of Gov't of Commonwealth of Puerto Rico, Case No. 17-3566 (LTS)
Attachments: ERS Request for Production of Documents (February 27, 2019).pdf; Commonwealth Request for Production of Documents (February 27, 2019).pdf; ERS Interrogatories (February 27, 2019).pdf; Commonwealth Interrogatories (February 27, 2019).pdf; ERS Requests for Admission (February 27, 2019).pdf; Commonwealth Requests for Admission (February 27, 2019).pdf

Counsel,

Attached are the following documents in connection with the *Motion of Certain Secured Creditors of the Employees Retirement System of the Government of the Commonwealth of Puerto Rico for the Relief of the Automatic Stay* [Docket No. 3418 in Case No. 17-bk-03283 and Docket No. 289 in Case No. 17-bk-03566]:

- (1) Request For The Production Of Documents To The Employees Retirement System Of The Government Of The Commonwealth Of Puerto Rico
- (2) Request For The Production Of Documents To The Commonwealth Of Puerto Rico
- (3) Interrogatories To The Employees Retirement System Of The Government Of The Commonwealth Of Puerto Rico
- (4) Interrogatories To The Commonwealth Of Puerto Rico
- (5) Requests For Admission To The Employees Retirement System Of The Government Of The Commonwealth Of Puerto Rico
- (6) Requests For Admission To The Commonwealth Of Puerto Rico

Thank you,
Sparkle

Sparkle L. Sooknanan
Associate

[JONES DAY® - One Firm WorldwideSM](#)

51 Louisiana Ave, NW
Washington, DC 20001
Office +1.202.879.3435

EXHIBIT B

Search No.	Search Terms	Limiter	Hits*	Hits with Family*
1	<p>English: (“Pay-Go” OR “pay-as-you-go” OR (pay w/1 go) OR “Law 106” OR “Act 106” OR “Joint Resolution 188” OR “SB 603” OR ERS or “employees retirement system” OR legislation OR legislature OR statute) AND ((employer* w/2 contribut*) OR bond* OR “security interest” OR pledge* OR collateral)</p> <p>Spanish: (PayGo OR “R. C. de la C. 188” OR “RCC 188” OR “Ley 106” OR “Resolución conjunta 188” OR ASR OR “sistema de retiro” OR legislación OR legislatura OR estatuto) AND ((aporta* w/2 patron*) OR bono* OR pignora* OR “interés de garantía” OR colateral)</p>	AND	11,531	41,809
2	<p>English: (“Pay-Go” OR “pay-as-you-go” OR (pay w/1 go) OR “Law 106” OR “Act 106” OR “Joint Resolution 188” OR “SB 603” OR ERS or “employees retirement system” OR legislation OR legislature OR statute) w/50 ((employer* w/2 contribut*) OR bond* OR “security interest” OR pledge* OR collateral)</p> <p>Spanish: (PayGo OR “R. C. de la C. 188” OR “RCC 188” OR “Ley 106” OR “Resolución conjunta 188” OR ASR OR “sistema de retiro” OR legislación OR legislatura OR estatuto) w/50 ((aporta* w/2 patron*) OR bono* OR pignora* OR “interés de garantía” OR colateral)</p>	w/50	6,174	23,514
3	<p>English: (“Pay-Go” OR “pay-as-you-go” OR (pay w/1 go) OR “Law 106” OR “Act 106” OR “Joint Resolution 188” OR “SB 603” OR ERS or “employees retirement system” OR legislation OR legislature OR statute) w/25 ((employer* w/2 contribut*) OR bond* OR “security interest” OR pledge* OR collateral)</p> <p>Spanish: (PayGo OR “R. C. de la C. 188” OR “RCC 188” OR “Ley 106” OR “Resolución conjunta 188” OR ASR OR “sistema de retiro” OR legislación OR legislatura OR estatuto) w/25 ((aporta* w/2 patron*) OR bono* OR pignora* OR “interés de garantía” OR colateral)</p>	w/25	5,016	20,455
4	<p>English: (“Pay-Go” OR “pay-as-you-go” OR (pay w/1 go) OR “Law 106” OR “Act 106” OR “Joint Resolution 188” OR “SB 603” OR ERS or “employees retirement system” OR legislation OR legislature OR statute) w/10 ((employer* w/2 contribut*) OR bond* OR “security interest” OR pledge* OR collateral)</p> <p>Spanish: (PayGo OR “R. C. de la C. 188” OR “RCC 188” OR “Ley 106” OR “Resolución conjunta 188” OR ASR OR “sistema de retiro” OR legislación OR legislatura OR estatuto) w/10 ((aporta* w/2 patron*) OR bono* OR pignora* OR “interés de garantía” OR colateral)</p>	w/10	3,073	15,499

*Denotes de-duplicated hits for combined English and Spanish terms for each search set across the files of the following custodians from January 1, 2017 to October 1, 2017: Gerardo Portela (AAFAF), Mohammad Yassin (AAFAF), Carlos Yamin (AAFAF), Jose Marrero (Commonwealth), Facundo DiMauro (Commonwealth), Philippe Mesa (Commonwealth), Francisco Peña (Commonwealth), Luis Collazo (ERS) and Natalia Palmer (ERS).